

SENATE BILL 2810
By Crutchfield

AN ACT to amend Tennessee Code Annotated, Title 8, Chapter 21, Part 2; Section 20-2-205; Section 20-2-215; Title 20, Chapter 2; Section 48-11-303(a)-(c), Section 48-51-303(a)-(c), Section 48-247-103(a)-(c), Section 61-2-1207, Section 61-1-143, Section 61-1-146 and Title 61, Chapter 1; and to repeal Tennessee Code Annotated, Section 67-4-412, relative to filing, service and copying fees and privilege taxes collected by the secretary of state.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Section 48-11-303(a)-(c), is amended by deleting the existing subsections in their entirety and by substituting instead the following:

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

<u>Document</u>	<u>Fee</u>
(1) Charter (including designation of initial registered office and agent)	\$100.00
(2) Application for use of indistinguishable name	\$20.00
(3) Application for reserved name.....	\$20.00
(4) Notice of transfer or cancellation of reserved name	\$20.00
(5) Application for registered name.....	\$20.00
(6) Application for renewal for registered name.....	\$20.00
(7) Application for or change, cancellation,	

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or renewal of, assumed name	\$20.00
(8) Corporation's statement of change of registered agent or registered office, or both	\$20.00
(9) Agent's statement of change of registered office	\$20.00
(10) Agent's statement of resignation	\$20.00
(11) Charter amendment	\$20.00
(12) Restatement of charter	\$20.00
(13) Amended and restated charter	\$20.00
(14) Articles of merger or share exchange	\$100.00
(15) Articles of dissolution and termination by incorporators or initial directors	\$20.00
(16) Articles of dissolution	\$20.00
(17) Articles of revocation of dissolution	\$20.00
(18) Articles of termination of corporate existence	\$20.00
(19) Certificate of administrative dissolution	No fee
(20) Application for reinstatement following administrative dissolution	\$70.00
(21) Articles of termination following administrative dissolution or revocation	\$100.00
(22) Certificate of reinstatement	No fee
(23) Certificate of judicial dissolution	No fee
(24) Application for certificate of authority (including designation of initial registered office and agent)	\$600.00
(25) Application for amended certificate of authority	\$20.00
(26) Application for certificate of withdrawal	\$20.00

- (27) Certificate of revocation of authority to transact businessNo fee
- (28) Application for certificate of withdrawal following administrative revocation..... \$100.00
- (29) Application for reinstatement following administrative revocation..... \$70.00
- (30) Annual report..... \$20.00
- (31) Articles of correction..... \$20.00
- (32) Application for certificate of existence or authorization..... \$20.00
- (33) Any other document required or permitted to be filed by chapters 11-27 of this title \$20.00

(b) The secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapters 11-27 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.

(c) The secretary of state shall collect a fee of twenty dollars (\$20.00) for copying all filed documents relating to a domestic or foreign corporation. All such copies will be certified or validated by the secretary of state.

SECTION 2. Tennessee Code Annotated, Section 48-51-303(a)-(c), is amended by deleting the existing subsections in their entirety and by substituting instead the following:

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

<u>Document</u>	<u>Fee</u>
(1) Charter (including designation of initial registered office and agent)	\$100.00
(2) Application for use of indistinguishable name	\$20.00

(3)	Application for reserved name.....	\$20.00
(4)	Notice of transfer or cancellation of reserved name	\$20.00
(5)	Application for registered name.....	\$20.00
(6)	Application for renewal of registered name	\$20.00
(7)	Application for or change, cancellation, or renewal of, assumed name	\$20.00
(8)	Corporation's statement of change of registered agent or registered office, or both	\$20.00
(9)	Agent's statement of change of registered office.....	\$20.00
(10)	Agent's statement of resignation	\$20.00
(11)	Charter amendment	\$20.00
(12)	Restatement of charter	\$20.00
(13)	Amended and restated charter	\$20.00
(14)	Articles of merger	\$100.00
(15)	Articles of dissolution and termination by incorporators or directors.....	\$20.00
(16)	Articles of dissolution.....	\$20.00
(17)	Articles of revocation of dissolution	\$20.00
(18)	Articles of termination of corporate existence	\$20.00
(19)	Certificate of administrative dissolution	No fee
(20)	Application for reinstatement following administrative dissolution	\$70.00
(21)	Certificate of reinstatement	No fee
(22)	Articles of termination following administrative dissolution or revocation	\$100.00
(23)	Certificate of judicial dissolution	No fee

- (24) Application for certificate of authority
(including designation of initial
registered office and agent)..... \$600.00
- (25) Application for amended certificate of
authority..... \$20.00
- (26) Application for certificate of
withdrawal \$20.00
- (27) Certificate of revocation of authority to
transact businessNo fee
- (28) Application for reinstatement
following administrative revocation..... \$70.00
- (29) Application for certificate of
withdrawal following administrative
revocation \$100.00
- (30) Annual report..... \$20.00
- (31) Articles of correction..... \$20.00
- (32) Application for certificate of existence
or authorization..... \$20.00
- (33) Any other document required or
permitted to be filed by chapters 51-68 of
this title \$20.00

(b) The secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapters 51-68 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.

(c) The secretary of state shall collect a fee of twenty dollars (\$20.00) for copying all filed documents relating to a domestic or foreign corporation. All such copies will be certified or validated by the secretary of state.

SECTION 3. Tennessee Code Annotated, Section 48-247-103(a)-(c), is amended by deleting the existing subsections in their entirety and by substituting instead the following:

(a) The office of the secretary of state shall collect the following fees when the documents described in chapters 201-248 of this title are delivered for filing, and for purposes of chapters 201-248 of this title, no document is considered delivered to the office of the secretary of state for filing unless accompanied by such fee:

<u>Document</u>	<u>Fee</u>
(1) Articles including designation of initial registered office and agent	As provided in subsection (d)
(2) Certificate of formation	\$20.00
(3) Articles of conversion	As provided in subsection (d)
(4) Application for reserved LLC name	\$20.00
(5) Application for use of indistinguishable name	\$20.00
(6) Notice of transfer or cancellation of reserved name	\$20.00
(7) Application for and renewal of registered name	\$20.00
(8) Application for or change, cancellation, or renewal of, assumed name	\$20.00
(9) LLC's statement of change of registered agent, registered office, or both.....	\$20.00
(10) Agent's statement of change of registered office.....	\$20.00
(11) Agent's statement of resignation	\$20.00
(12) Articles of amendment.....	\$20.00
(13) Amended and restated articles.....	\$20.00
(14) Restatement of articles.....	\$20.00
(15) Articles of correction.....	\$20.00
(16) Certificate of merger.....	\$100.00
(17) [Reserved].....	

(18) Articles of termination by organizers	\$20.00
(19) Notice of dissolution	\$20.00
(20) Articles of revocation of dissolution	\$20.00
(21) Articles of termination	\$20.00
(22) Certificate of administrative dissolution	No fee
(23) Application for reinstatement following administrative dissolution	\$70.00
(24) Articles of termination following administrative dissolution	\$100.00
(25) Certificate of reinstatement	No fee
(26) Decree of judicial dissolution	No fee
(27) Application for certificate of authority (including designation of initial registered office and agent)	As provided in sub-section (d)
(28) Application for amended certificate of authority.....	\$20.00
(29) Certificate of cancellation of authority	\$20.00
(30) Certificate of administrative revocation of certificate of authority	No fee
(31) Certificate of cancellation following administrative revocation.....	\$100.00
(32) Application for reinstatement following administrative revocation.....	\$70.00
(33) Annual report	As provided in sub-section (d)
(34) Any other document required or permitted to be filed by chapters 201-248 of this title	\$20.00

(b) The secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapters 201-248 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if it prevails in the proceeding.

(c) The secretary of state shall collect a fee of twenty dollars (\$20.00) for copying all filed documents relating to a domestic or foreign LLC. All such copies will be certified or validated by the secretary of state.

SECTION 4. Tennessee Code Annotated, Section 61-2-1207, is amended by deleting the existing section in its entirety and by substituting instead the following:

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

<u>Document</u>	<u>Fee</u>
(1) Application for use of indistinguishable name	\$20.00
(2) Application for reservation of limited partnership name	\$20.00
(3) Notice of transfer of reserved name	\$20.00
(4) Notice of cancellation of reserved name	\$20.00
(5) Statement of change of registered agent/office (by domestic/foreign limited partnership)	\$20.00
(6) Statement of change of registered office of limited partnership (by agent)	\$20.00
(7) Statement of resignation of registered agent for limited partnership	\$20.00
(8) Certificate of limited partnership (including designation of initial registered office and agent)	\$100.00
(9) Amendment to the certificate of limited partnership	\$20.00
(10) Certificate of cancellation of limited	

partnership	\$20.00
(11) Restated certificate of limited partnership	\$20.00
(12) Amended and restated certificate of limited partnership	\$20.00
(13) Certificate of merger of limited partnership	\$100.00
(14) Application for registration of foreign limited partnership (including designation of initial registered office and agent)	\$600.00
(15) Application for amended registration of foreign limited partnership	\$20.00
(16) Certificate of cancellation of registration of foreign limited partnership	\$20.00
(17) Certificate of correction	\$20.00
(18) Execution, amendment or cancellation of limited partnership by judicial order	No fee
(19) Application for certificate of existence of limited partnership	\$20.00
(20) Any other document required or permitted to be filed by chapter 2 of this title	\$20.00

(b) The secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapter 2 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.

(c) The secretary of state shall collect a fee of twenty dollars (\$20.00) for copying all filed documents relating to a domestic or foreign limited partnership. All such copies will be certified or validated by the secretary of state.

SECTION 5. Tennessee Code Annotated, Sections 61-1-143 and 61-1-146, are hereby amended by substituting the term “twenty dollars (\$20.00)” for the term “ten dollars (\$10.00)” wherever the latter term appears therein.

SECTION 6. Tennessee Code Annotated, Title 61, Chapter 1, is amended by adding the following new section:

(a) Notwithstanding any other provision of this chapter to the contrary, the secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

<u>Document</u>	<u>Fee</u>
(1) Certificate or conversion of limited liability partnership (including designation of initial registered office and agent)	As provided in Section 61-1-143(c)
(2) Application for use of indistinguishable name	\$20.00
(3) Application for reserved name	\$20.00
(4) Notice of transfer or cancellation of reserved name	\$20.00
(5) Application for or change, cancellation, or renewal of, assumed name	\$20.00
(6) Statement of change of registered agent or registered office, or both, by limited liability partnership	\$20.00
(7) Agent's statement of change of registered office	\$20.00
(8) Agent's statement of resignation	\$20.00
(9) Amendment to certificate	\$20.00
(10) Notice of registration of foreign limited liability partnership (including designation of initial registered office and agent)	As provided in Section 61-1-146(d)(7)
(11) Application for amended registration of foreign limited liability partnership	\$20.00

- (12) Certificate of withdrawal \$20.00
- (13) Notice of withdrawal of foreign limited liability partnership..... \$20.00
- (14) Annual report & fee (domestic)..... As provided in Section 61-1-143(e)
- (15) Application for reinstatement following administrative dissolution/revocation..... \$70.00
- (16) Application for certificate of existence or authorization..... \$20.00
- (17) Any other document required or permitted to be filed by chapter 1 of this title \$20.00

(b) Notwithstanding any other provision of this chapter to the contrary, the secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapter 1 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.

(c) Notwithstanding any other provision of this chapter to the contrary, the secretary of state shall collect a fee of twenty dollars (\$20.00) for copying all filed documents relating to a domestic or foreign limited liability partnership. All such copies will be certified or validated by the secretary of state.

SECTION 7. Tennessee Code Annotated, Sections 20-2-105 and 20-2-115, are hereby amended by substituting the term “twenty dollars (\$20.00)” for the term “ten dollars (\$10.00)” wherever the latter term appears therein.

SECTION 8. Tennessee Code Annotated, Title 20, Chapter 2, is amended by adding the following new section:

The secretary of state shall collect a fee of twenty dollars (\$20.00) each time process is served on the secretary of state under chapter 2 of this title or pursuant to

the Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters, signed at The Hague, November 15, 1965 (commonly referred to as The Hague Convention). The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.

SECTION 9. Tennessee Code Annotated, Title 8, Chapter 21, Part 2, is amended by adding the following new section:

Notwithstanding any other provision of the law to the contrary, ninety-seven percent (97%) of fees collected by the secretary of state for filing, processing and copying business documents pursuant to the Tennessee Business Corporation Act, Tennessee Nonprofit Corporation Act, Tennessee Limited Liability Company Act, Tennessee Revised Uniform Limited Partnership Act, Tennessee Uniform Partnership Act and related statutes, and fifty percent (50%) of fees collected by the secretary of state for service of process under applicable statutes shall be remitted to the general fund, and the balance of such collected fees shall be retained by the department of state for continuing improvement of its filing, service and copying duties.

SECTION 10. Tennessee Code Annotated, Section 67-4-412, is repealed.

SECTION 11. Sections 1, 2 and 10 of this act shall take effect upon becoming a law, the public welfare requiring it; the remaining sections of this act shall take effect on July 1, 1998, the public welfare requiring it.